# IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
FRANCHISE GROUP, INC., et al.,1	Case No. 24-12480 (LSS)
Debtors.	(Jointly Administered)

### **AFFIDAVIT OF SERVICE**

I, Eladio Perez, depose and say that I am employed by Kroll Restructuring Administration LLC ("*Kroll*"), the claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.

On June 2, 2025, at my direction and under my supervision, employees of Kroll caused the following documents to be served by the method set forth on the Core/2002 Service List attached hereto as **Exhibit A**:

- Notice of Filing of Monthly Staffing and Compensation Report of AP Services, LLC for the Period from April 1, 2025 through April 30, 2025 [Docket No. 1591]
- Notice of Hearing [Docket No. 1595] (the "Notice of Hearing")

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<sup>&</sup>lt;sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy's Newco, LLC (5404), Buddy's Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260), Franchise Group Newco BHF, LLC (4123), Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies "Plus", LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors' headquarters is located at 2371 Liberty Way, Virginia Beach, Virginia 23456.

- Findings of Fact, Conclusions of Law, and Order (I) Confirming the Ninth Amended
  Joint Chapter 11 Plan of Franchise Group, Inc. and Its Debtor Affiliates and (II)
  Approving the Global Settlement and Release of Claims and Causes of Action by and
  Among the Global Settlement Parties [Docket No. 1596]
- Debtors' Second Motion for Entry of an Order (I) Extending the Debtors' Exclusive Periods to File a Chapter 11 Plan and Solicit Acceptances Thereof and Pursuant to Section 1121 of the Bankruptcy Code (II) Granting Related Relief [Docket No. 1599]

On June 2, 2025, at my direction and under my supervision, employees of Kroll caused the following document to be served by the method set forth on the Fee Application Service List attached hereto as **Exhibit B**:

• Fifth Monthly Fee Statement of Deloitte & Touche LLP for Compensation for Services Rendered as Independent Auditor to the Debtors and Reimbursement of Expenses Incurred for the Period from April 1, 2025 through April 30, 2025 [Docket No. 1594]

On June 2, 2025, at my direction and under my supervision, employees of Kroll caused the Notice of Hearing to be served by the method set forth on the Affected Claimants Service List attached hereto as **Exhibit C**.

On June 2, 2025, at my direction and under my supervision, employees of Kroll caused the following document to be served via First Class Mail and Email on the Mountain Parties Service List attached hereto as **Exhibit D**:

 2301A Mountain Lease Rejection Surrender Letter, a copy of which is attached hereto as Exhibit E

On June 2, 2025, at my direction and under my supervision, employees of Kroll caused the following document to be served via First Class Mail and Email on the Powerline Parties Service List attached hereto as **Exhibit F**:

• 6001 Powerline Lease Rejection Surrender Letter, a copy of which is attached hereto as **Exhibit G** 

[Remainder of page intentionally left blank]

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Dated: June 13, 2025

<u>/s/ Eladio Perez</u> Eladio Perez

State of New York County of New York

Subscribed and sworn (or affirmed) to me on June 13, 2025, by Eladio Perez, proved to me on the basis of satisfactory evidence to be the person who executed this affidavit.

### /s/ OLEG BITMAN

Notary Public, State of New York No. 01BI6339574 Qualified in New York County Commission Expires April 4, 2028

3 SRF 88920

# Exhibit A

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## Case 24-12480-LSS Doc 1660 Filed 06/20/25 Page 8 of 28

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		2 Sun Court, Suite 400		
Counsel to Northside Village Conyers, LLC	Thompson O'Brien Kappler & Nasuti PC	Peachtree Corners GA 30092	mpugh@tokn.com	Email
		Attn: Aaron J. Tolson		
		1906 Jennie Lee Dr.		
Counsel to Integra Cre, Inc.	Tolson & Wayment, PLLC	Idaho Falls ID 83404	ajt@aaronjtolsonlaw.com	Email
		Attn: Stephen B. Gerald		
		200 Continental Drive, Suite 401		
Counsel to The J. M. Smucker Company and Amazing Organics LLC t/a Amazing Herbs	Tydings & Rosenberg LLP	Newark DE 19713	sgerald@tydings.com	Email
		Attn: David C. Weiss & Ellen Slights		
		U.S. Attorney's Office		
		1313 N Market Street, Suite 400		
U.S. Attorney for the District of Delaware	U.S. Attorney for Delaware	Wilmington DE 19801		First Class Mail
		Secretary of the Treasury		
	U.S. Securities and Exchange Commission -	100 F. Street NE		
Securities and Exchange Commission	Headquarters	Washington DC 20549	secbankruptcy@sec.gov	First Class Mail and Email
		Attn: Geoffrey J. Peters		
		5475 Rings Road		
		Suite 200		
Counsel to Sangamon North LLC, the Commons at Southpark LLC	Weltman, Weinberg & Reis Co. LPA	Dublin OH 43017	bronationalecf@weltman.com	Email
		Attn: Bojan Guzina		
		111 S. Wacker Dr., Suite 5100		
Counsel to the Second Lien Secured Parties; HoldCo Lenders	White & Case LLP	Chicago IL 60606	bojan.guzina@whitecase.com	First Class Mail and Email
			cshore@whitecase.com	
		Attn: J. Christopher Shore, Samuel P. Hershey, Andrew Zatz, Erin Smith, Brett	sam.hershey@whitecase.com	
		Bakemeyer	azatz@whitecase.com	
		1221 Avenue of the Americas	erin.smith@whitecase.com	
Counsel to Ad Hoc Group of Freedom Lenders	White & Case LLP	New York NY 10020-1095	brett.bakemeyer@whitecase.com	Email
		Attn: Thomas Lauria		
Counsel to the Second Lien Secured Parties; HoldCo Lenders, Ad Hoc Group of Freedom		200 South Biscayne Boulevard, Suite 4900		
Lenders	White & Case LLP	Miami FL 33131	tlauria@whitecase.com	First Class Mail and Email
		Attn: Edmon L. Morton, Matthew B. Lunn, Allison S. Mielke, Shella Borovinskaya	emorton@ycst.com	
		Rodney Square	mlunn@ycst.com	
		1000 N. King Street	amielke@ycst.com	
Counsel to Debtors and Debtors In Possession	Young Conaway Stargatt & Taylor, LLP	Wilmington DE 19801	sborovinskaya@ycst.com	Email

# Exhibit B

# Case 24-12480-LSS Doc 1660 Filed 06/20/25 Page 16 of 28

# Exhibit B Fee Application Service List Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
		Attn: Joshua A. Sussberg, P.C., Nicole L. Greenblatt, P.C., Derek I. Hunter	joshua.sussberg@kirkland.com	
		601 Lexington Avenue	nicole.greenblatt@kirkland.com	
Counsel to Debtors and Debtors In Possession	Kirkland & Ellis LLP	New York NY 10022	derek.hunter@kirkland.com	Email
		Attn: Mark McKane, P.C.		
		555 California Street		
Counsel to Debtors and Debtors In Possession	Kirkland & Ellis LLP	San Francisco CA 94101	mark.mckane@kirkland.com	Email
		Attn: Adam G. Landis, Matt McGuire, Elizabeth Rogers		
		919 Market Street Suite 1800	landis@lrclaw.com	
		P.O. Box 2087	mcguire@lrclaw.com	First Class Mail and
Counsel to the Ad Hoc Group of First Lien Lenders and DIP Lenders	Landis Rath & Cobb LLP	Wilmington DE 19801	erogers@Irclaw.com	Email
		Attn: Jennifer Ezring, James Ktsanes, Andrew Sorkin	Jennifer.Ezring@lw.com	
		1271 Avenue of the Americas	James.Ktsanes@lw.com	First Class Mail and
Counsel to the ABL Secured Parties	Latham & Watkins LLP	New York NY 10020	andrew.sorkin@lw.com	Email
		Attn: Timothy J. Fox, Esq		
		844 King Street, Suite 2207		
	Office of the United States Trustee for	Lockbox 35		
United States Trustee for the District of Delaware	the District of Delaware	Wilmington DE 19801	timothy.fox@usdoj.gov	Email
		Attn: Bradford J. Sandler, Colin R. Robinson		
		919 North Market Street, 17th Floor		
		P.O. Box 8705		
Counsel to the Official Committee of Unsecured Creditors	Pachulski Stang Ziehl & Jones LLP	Wilmington DE 19899-8705	bsandler@pszjlaw.com	Email
		Attn: Robert J. Feinstein, Alan J. Kornfeld, Theodore S. Heckel	rfeinstein@pszjlaw.com	
		780 Third Avenue, 34th Floor	akornfeld@pszjlaw.com	
Counsel to the Official Committee of Unsecured Creditors	Pachulski Stang Ziehl & Jones LLP	New York NY 10017	theckel@pszjlaw.com	Email
			jaymegoldstein@paulhastings.com	
		Attn: Jayme Goldstein, Jeremy Evans, Isaac Sasson, Daniel Fliman	jeremyevans@paulhastings.com	
		200 Park Avenue	isaacsasson@paulhastings.com	First Class Mail and
Counsel to the Ad Hoc Group of First Lien Lenders and DIP Lenders	Paul Hastings LLP	New York NY 10166	danfliman@paulhastings.com	Email
			bateman@sewkis.com	
			patel@sewkis.com	
		Attn: Gregg Bateman, Sagar Patel, Michael Danenberg, John R. Ashmead, Gregg S.	danenberg@sewkis.com	
		Bateman, Andrew J. Matott	ashmead@sewkis.com	
Counsel to the DIP Agent, Wilmington Trust, National Association, as Prepetition First Lien Agent		One Battery Park Plaza	bateman@sewkis.com	First Class Mail and
and DIP Agent	Seward & Kissel LLP	New York NY 10004	matott@sewkis.com	Email
		Attn: Bojan Guzina		
		111 S. Wacker Dr., Suite 5100		First Class Mail and
Counsel to the Second Lien Secured Parties; HoldCo Lenders	White & Case LLP	Chicago IL 60606	bojan.guzina@whitecase.com	Email
		Attn: Thomas Lauria		
		200 South Biscayne Boulevard, Suite 4900		First Class Mail and
Counsel to the Second Lien Secured Parties; HoldCo Lenders, Ad Hoc Group of Freedom Lenders	White & Case LLP	Miami FL 33131	tlauria@whitecase.com	Email
		Attn: Edmon L. Morton, Matthew B. Lunn, Allison S. Mielke, Shella Borovinskaya	emorton@ycst.com	
		Rodney Square	mlunn@ycst.com	
		1000 N. King Street	amielke@ycst.com	
Counsel to Debtors and Debtors In Possession	Young Conaway Stargatt & Taylor, LLP	Wilmington DE 19801	sborovinskaya@ycst.com	Email

# Exhibit C

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# Exhibit C Affected Claimants Service List Served as set forth below

AddressID	Name	Address1	Address2	Address3	Address4	City	State	Postal Code	Email	Method of Service
										First Class Mail and
29904407	Avril, Matthew	Address on File							Email on File	Email
										First Class Mail and
29972177	Avril, Matthew	Address on File							Email on File	Email
										First Class Mail and
29900937	CorVel Enterprise Comp, Inc.	CorVel Corporation	Attn: ACCT/Bianca Chan	1800 SW 1st Ave.	Suite 600	Portland	OR	97201	bianca_chan@corvel.com	Email
									cathy_clansen@corvel.com;	
									cindy.giobbe@wbd-us.com;	
									nichole.wilcher@wbd-us.com;	First Class Mail and
29900936	CorVel Enterprise Comp, Inc.	CorVel Corporation	Attn: Cathy Clansen	1920 Main Street	Suite 900	Irvine	CA	92614	sharon_oconnor@corvel.com	Email
										First Class Mail and
29901886	Dubin, Cynthia	Address on File							Email on File	Email
										First Class Mail and
29904315	Herskovits, Thomas	Address on File							Email on File	Email
										First Class Mail and
29904514	Kahn, Brian	Address on File							Email on File	Email
29967292	Kahn, Brian	Address on File								First Class Mail
										First Class Mail and
29904455	Laurence, Andrew M.	Address on File							Email on File	Email
										First Class Mail and
29965043	Pleiades Partners, LLC	245 Meriwether Circle	Suite 452			Alta	WY	83414	scw@cannellcap.com	Email
										First Class Mail and
29965044	Pleiades Partners, LLC	Buffone Law Group PLLC	Brianna Green - Associate	4301 Connecticut Ave. N.W.	Suite 452	Washington	DC	20008	brianna@buffonelawgroup.com	Email
										First Class Mail and
29900545	The Settlement-related Liquidating Trust 2022-23	c/o Brian L. Shaw	Cozen O'Connor	123 N. Wacker Dr., Suite 1800		Chicago	IL	60606	bshaw@cozen.com	Email
										First Class Mail and

1007 Orange Street, Suite 461

Wilmington DE 19801

ted.gavin@gavinsolmonese.com

Email

29900546 The Settlement-related Liquidating Trust 2022-23

c/o Edward T. Gavin

Gavin/Solmonese

# Exhibit D

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### Exhibit D

### Mountain Parties Service List Served via First Class Mail and Email

AddressID	Name	Address1	Address2	Address3	City	State	<b>Postal Code</b>	Email
30417657	Costco-Innovel Properties, LLC	Attn: Eileen Carrel	999 Lake Drive		Issaquah	WA	98027	ecarrel@costco.com
30417658	Costco-Innovel Properties, LLC	c/o AF Newco I, LLC	Attention: Michael Piper	5165 Emerald Parkway, Ste. 210	Dublin	ОН	43017	mp@velocityrecoveries.com
30417659	Costco-Innovel Properties, LLC	c/o Lowenstein Sandler LLP	Attn: Andrew Behlmann	One Lowenstein Drive	Roseland	NJ	07068	abehlmann@lowenstein.com

In re: Franchise Group, Inc., et al. Case No. 24-12480 (LSS)

# Exhibit E



WILMINGTON

RODNEY SQUARE

**NEW YORK** 

ROCKEFELLER CENTER

**CHARLOTTE** 

CARILLON TOWER

Mariam Khoudari P 302.571.6706 Mkhoudari@ycst.com

May 31, 2025

### VIA EMAIL AND FIRST CLASS MAIL

Costco-Innovel Properties, LLC 999 Lake Drive Issaquah, WA 98027 Attn: Eileen Carrel

Email: ecarrel@costco.com

AF Newco I, LLC 5165 Emerald Parkway, Ste. 210 Dublin, OH 43017 Attention: Michael Piper

Email: mp@velocityrecoveries.com

Lowenstein Sandler LLP One Lowenstein Drive Roseland, New Jersey 07068 Attn: Andrew Behlmann

Email: abehlmann@lowenstein.com

Re: In re Franchise Group, Inc., et al., Case No. 24-12480 (LSS)

Rejection of Real Property Lease for Store Located at 2301A Mountain Industrial Blvd.,

Tucker, GA 30084

Ms. Carrel:

On November 3, 2024, Franchise Group, Inc. and its affiliated debtors and debtors in possession, including its American Freight business segment (collectively, the "<u>Debtors</u>") each filed a voluntary petition in the United States Bankruptcy Court for the District of Delaware for relief under chapter 11 of title 11 of the United States Code (the "<u>Bankruptcy Code</u>"). The Debtors' chapter 11 cases are being jointly administered under case number 24-12480 (LSS). I write to you regarding that certain non-residential real property lease (the "<u>Lease</u>") for the premises located at 2301A Mountain Industrial Blvd., Tucker, GA 30084 (the "<u>Premises</u>") to which Debtor American Freight, LLC is a party.

On May 31, 2025, in connection with the Debtors' motion to reject the Lease pursuant to section 365 of the Bankruptcy Court (the "Rejection Motion"), the Debtors will reject the Lease, effective as of May 31, 2025 (the "Rejection Date"). You will be served a copy of the Rejection Motion.

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Young Conaway Stargatt & Taylor, LLP May 31, 2025 Page 2

Please take notice that, as of the Rejection Date, the Debtors unequivocally surrender their interest in the Premises. In conjunction with the Debtors' unequivocal surrender of their possession of the Premises, the Debtors also abandoned any personal property remaining in the Premises. The keys to the Premises will be returned, or have been returned, no later than May 31, 2025. Delivery of the keys is not a condition to rejection of the Lease and is intended only to accommodate your physical access to the Premises. Please be further advised that the Debtors will no longer maintain the utilities, security, or insurance coverage related to the Premises as of the Rejection Date.

If you have any questions regarding this matter, please contact me at mkhoudari@ycst.com. You may obtain additional information about the Debtors' chapter 11 cases or obtain copies of the pleadings filed in the chapter 11 cases at the case website maintained by the Debtors' claims and noticing agent: https://cases.ra.kroll.com/FRG.

Regards,

/s/ Mariam Khoudari, Esq.
Mariam Khoudari, Esq.

cc: Michael Piper Allison Mielke, Esq. Shella Borovinskaya, Esq.

# Exhibit F

## Case 24-12480-LSS Doc 1660 Filed 06/20/25 Page 25 of 28

### Exhibit F

### Powerline Parties Service List Served via First Class Mail and Email

AddressID	Name	Address1	Address2	Address3	City	State	<b>Postal Code</b>	Email
30417653	6001 Powerline, LLC	Attn: Andrew Naumov	1200 Wright Avenue		Richmond	CA	94804	andrew@wcshipping.com
30417655	6001 Powerline, LLC	c/o AF Newco I, LLC	Attention: Michael Piper	5165 Emerald Parkway, Ste. 210	Dublin	ОН	43017	mp@velocityrecoveries.com
30417654	6001 Powerline, LLC	c/o Goldsten & McClintock LLLP	Attn: Maria Sawczuk, Esq.	501 Silverside Road, Suite 65	Wilmington	DE	19809	marias@goldmclaw.com
			·					
30417656	6001 Powerline, LLC	c/o Lowenstein Sandler LLP	Attn: Andrew Behlmann	One Lowenstein Drive	Roseland	NJ	07068	abehlmann@lowenstein.com

In re: Franchise Group, Inc., et al.

Case No. 24-12480 (LSS) Page 1 of 1

# Exhibit G



WILMINGTON

**RODNEY SQUARE** 

**NEW YORK** 

ROCKEFELLER CENTER

**CHARLOTTE**CARILLON TOWER

Mariam Khoudari P 302.571.6706 Mkhoudari@ycst.com

May 31, 2025

### **VIA EMAIL AND FIRST-CLASS MAIL**

6001 Powerline, LLC 1200 Wright Avenue, Richmond, CA 94804 Attn: Andrew Naumov

Email: andrew@wcshipping.com

Goldsten & McClintock LLLP 501 Silverside Road, Suite 65 Wilmington, DE 19809 Attn: Maria Sawczuk, Esq. Email: marias@goldmclaw.com

AF Newco I, LLC 5165 Emerald Parkway, Ste. 210 Dublin, OH 43017 Attention: Michael Piper

Email: mp@velocityrecoveries.com

Lowenstein Sandler LLP One Lowenstein Drive Roseland, New Jersey 07068 Attn: Andrew Behlmann

Email: abehlmann@lowenstein.com

Re: In re Franchise Group, Inc., et al., Case No. 24-12480 (LSS)

Rejection of Real Property Lease for Store Located at 6001 Powerline Road, Fort Lauderdale, FL 33309

Lauderdale, FL 33309

Mr. Naumov,

As you are aware, on November 3, 2024, Franchise Group, Inc. and its affiliated debtors and debtors in possession, including its American Freight business segment (collectively, the "<u>Debtors</u>") each filed a voluntary petition in the United States Bankruptcy Court for the District of Delaware (the "<u>Court</u>") for relief under chapter 11 of title 11 of the United States Code (the "<u>Bankruptcy Code</u>"). The Debtors' chapter 11 cases are being jointly administered under case number 24-12480 (LSS). I write to you regarding that certain non-residential real property lease (the "<u>Lease</u>") for the premises located at 6001 Powerline Road, Fort Lauderdale, FL 33309 (the "<u>Premises</u>").

### Case 24-12480-LSS Doc 1660 Filed 06/20/25 Page 28 of 28

Young Conaway Stargatt & Taylor, LLP May 31, 2025 Page 2

On December 13, 2024, the Debtors filed with the Court a motion (the "Private Sale Motion") to, among other things, assume and assign the Lease to AF NewCo I, LLC pursuant to sections 105(a), 363, and 365 of the Bankruptcy Code. On January 21, 2025, the Court held an evidentiary hearing on the Private Sale Motion. On May 21, 2025, the Court issued a memorandum opinion denying the Debtors' request to assume and assign the Lease to AF NewCo I, LLC. As we have previously relayed to you and your counsel, on May 31, 2025, in connection with the Debtors' motion to reject the Lease pursuant to section 365 of the Bankruptcy Court (the "Rejection Motion"), the Debtors will reject the Lease, effective as of May 31, 2025 (the "Rejection Date"). You will be served a copy of the Rejection Motion. Please be advised that the Debtors reserve all rights in connection with the Lease.

Please take notice that, as of the Rejection Date, the Debtors unequivocally surrender any interest they may have in the Premises. In conjunction with the Debtors' unequivocal surrender of their possession of the Premises—which they have not occupied since no later than January 2025—the Debtors also abandoned any personal property remaining in the Premises. The Debtors understand that certain of AF NewCo I, LLC's personal property, which was being stored in the Premises pending the Court's ruling on the Private Sale Motion, may have been abandoned in the Premises and the Debtors reserve all rights with respect thereto. The keys to the Premises have been returned to you. Delivery of the keys is not a condition to rejection of the Lease and is intended only to accommodate your physical access to the Premises. Please be further advised that the Debtors will not maintain the utilities, security, or insurance coverage related to the Premises as of the Rejection Date.

If you have any questions regarding this matter, please contact me at mkhoudari@ycst.com. You may obtain additional information about the Debtors' chapter 11 cases or obtain copies of the pleadings filed in the chapter 11 cases at the case website maintained by the Debtors' claims and noticing agent: https://cases.ra.kroll.com/FRG.

Regards,

/s/ *Mariam Khoudari, Esq.*Mariam Khoudari, Esq.

cc: Andrew Naumov
Maria Sawczuk, Esq.
Michael Piper
Andrew D. Behlmann, Esq.
Allison Mielke, Esq.
Shella Borovinskaya, Esq.